



THE UNITED STATES
CORPORATION
COMPANY

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 481487 10316A

AUTHORIZATION : Patricia Pizub

COST LIMIT : \$ 70.00

ORDER DATE : November 15, 1999

ORDER TIME : 2:42 PM

ORDER NO. : 481487-005

400003044804--3

CUSTOMER NO: 10316A

CUSTOMER: Ms. Joanna Casas
LAW OFFICES OF SIDNEY Z.
LAW OFFICES OF SIDNEY Z.
Penthouse 1
7270 N.w. 12th Street
Miami, FL 33126

DOMESTIC FILING

NAME: AMERI-AIR CHARTER CORPORATION

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jamela Abaied

EXAMINER'S INITIALS: PH 11/16/99

RECEIVED
NOV 15 PM 3:59
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

699520277



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

November 15, 1999

CSC NETWORKS

RESUBMIT

Please give original
submission date as file date.

SUBJECT: AMERI-AIR CHARTER CORPORATION
Ref. Number: W99000026277

We have received your document for AMERI-AIR CHARTER CORPORATION and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please add the title of Registered Agent under signature on the last page.

If you have any further questions concerning your document, please call (850) 487-6915.

Pamela Hall
Document Specialist

Letter Number: 499A00054832

RECEIVED
99 NOV 16 PM 3:56
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

AMERI-AIR CHARTER CORPORATION

ARTICLE I - NAME

The name of this corporation is Ameri-Air Charter Corporation

Address: 1414 NW 107th Avenue
4th Floor
Miami, FL 33172

ARTICLE II - DURATION

This corporation shall have perpetual existence.

ARTICLE III - PURPOSE

The general nature of the business to be transacted by this Corporation shall be any and all activities permitted under the laws of the United States and of the State of Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1000 shares of common stock with a par value of \$1.00 per share.

ARTICLE V - VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

ARTICLE VI - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street of the initial registered office of this corporation is 7270 NW 12th Street, Miami, Florida 33126 and the name of the initial registered agent of this corporation at that address is Sidney Z. Brodie.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one. The name and address of the initial director of this corporation is:

Mike Mouriz Address: 1414 NW 107th Ave, 4th Floor, Miami, FL 33172 and

Gerardo Capo Address: 1414 NW 107th Ave, 4th Floor, Miami, FL 33172 .

ARTICLE IX - INCORPORATOR

The name and address of the person signing these articles is: Sidney Z. Brodie, 7270 NW 12th Street, Miami, Florida 33126.

ARTICLE X - BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the shareholders.

ARTICLE XI - RESTRICTIONS ON TRANSFER OF STOCK

Shares of capital stock of this corporation shall be issued initially to the following persons and in the amount apposite his name:

Mike Mouriz 50%

Gerardo Capo 50%

Shares held by the initial shareholders listed above may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all of the shareholders and this corporation.

ARTICLE XII - INITIAL CAPITAL

The amount of capital with which this corporation shall begin business is not less than (\$1,000.00) ONE THOUSAND DOLLARS.

ARTICLE XIII - MANAGEMENT OF CORPORATION BY SHAREHOLDERS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of, the shareholders of this corporation.

ARTICLE XIV - POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE XV - DIRECTORS RESIDENCY AND COMPENSATION

Directors of this corporation must be residents of the State of Florida.

The shareholders of this corporation shall have the exclusive authority to fix the compensation of directors of this corporation.

ARTICLE XVI - INITIAL DIRECTORS

The name and street address of the member of the first Board of Director is:

Mike Mouriz	Address: 1414 NW 107 th Ave, 4 th Floor, Miami, FL 33172
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Gerardo Capo	Address: 1414 NW 107 th Ave, 4 th Floor, Miami, FL 33172
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ARTICLE XVII - REMOVAL OF DIRECTORS

The shareholders of this corporation shall be entitled to remove any director from office during his term.

ARTICLE XVIII - LIMITATION ON POWERS OF COMMITTEE

In addition to other limitations imposed by law, no committee of directors of this corporation shall have or exercise the power of the Board of Directors to authorize any merger or dissolution.

ARTICLE XIX - DIRECTOR QUORUM AND VOTING

All of the directors shall constitute a quorum for a meeting of directors.

If a quorum is present, the affirmative vote all of the directors present, or, if a director or directors have abstained from voting, shall be the act of the Board of Directors.

ARTICLE XX - MEETINGS BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in special meeting of the Board of Directors by means of conference telephone as provided by law, but regular meetings of the Board of Directors must be attended in fact in person by each director.

ARTICLE XXI - REDUCTION IN STATED CAPITAL

The stated capital of this corporation shall not be reduced by action of the Board of Directors where such reduction is not accompanied by any action requiring or constituting an amendment of the articles of incorporation.

ARTICLE XXII - INDEMNIFICATION

This corporation shall indemnify any officer or director, or any former officer or director to the full extent permitted by law.

ARTICLE XXIII -SUB-CHAPTER "S" AND 1244 STOCK

It is the intention of the undersigned incorporator to consent to the election under Internal Revenue Code, Section 1372 (a) and to be treated as a "Small Business Corporation" and the Plan to issue 1244 Stock in connection therewith shall be set forth in the By-Laws of this corporation.

ARTICLE XXIV - AMENDMENT

This corporation serves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, an any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribed has executed these
articles of incorporation, this 12 day of NOVEMBER, 1999.



SIDNEY Z. BRODIE, ESQ.
INCORPORATOR AND SUBSCRIBER

STATE OF FLORIDA)
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this ____ day of
November, 1999, by Sidney Z. Brodie, who has produced Florida driver's license, who
executed the foregoing Article of Incorporation and who acknowledged before me that he
executed those Article of Incorporation and did not take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official
seal, in the state and county aforesaid, this ____ day of November, 1999.

NAME:
NOTARY PUBLIC-STATE OF FLORIDA
MY COMMISSIONS EXPIRES:

STATE OF FLORIDA
DEPARTMENT OF STATE

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS
STATE NAMING OFFICERS UPON WHOM PROCESS MAY
BE SERVED AND NAMES AND ADDRESSES OF THE
OFFICERS AND DIRECTORS

The following is submitted, in compliance with Chapter 48.091 Florida
Statutes: Ameri-Air Charter Corporation, a corporation organized (or organizing) under the
laws of the State of Florida with its principal office at 1414 NW 107th Ave, 4th Floor, Miami,
FL 33172, has named Sidney Z. Brodie, Esq., located at 7270 NW 12th Street, Miami, Florida
33126 as its agent to accept service of process within this state.

OFFICERS

<u>NAME</u>	<u>TITLE</u>	<u>SPECIFIC ADDRESS</u>
Mike Mouriz	President/Treasurer	1414 NW 107 th Ave, 4 th Fl Miami, FL 33172
Gerardo Capo	Vice-President/Secretary	1414 NW 107 th Ave, 4 th Fl Miami, FL 33172

DIRECTORS

<u>NAME</u>	<u>SPECIFIC ADDRESS</u>
Mike Mouriz	Same as Above
Gerardo Capo	Same as Above

ACCEPTANCE:

I agree as Registered Agent to accept Service of Process to keep office open during
prescribed hours; to post my name (and any other officers of said corporation authorized
to accept service of process at the above Florida designated address) in some conspicuous
place in office as required by Law.



SIDNEY Z. BRODIE, ESQ.
Incorporator / Registered Agent